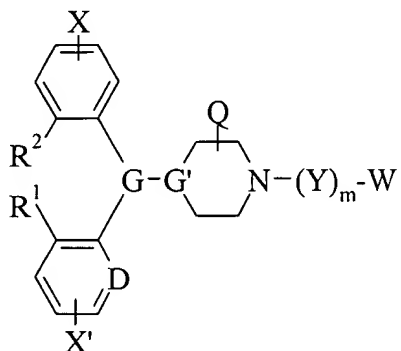


## AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of formula I:



and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof, wherein:

X and X' independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy, trifluoromethyl or - (Y')<sub>m</sub>-W';

G and G' together form  $\text{HC}-\text{N}-\text{HC}-\text{CH}$ , or  $\text{C}=\text{C}$ ;

D is -CH= or =N-;

R<sup>1</sup> and R<sup>2</sup> independently are hydrogen or together are -(CH<sub>2</sub>)<sub>n</sub>- in which n is equal to 0, 1, 2, or 3;

m and m' are independently 0 or 1;

Y and Y' are -L<sup>1</sup>- or -L<sup>2</sup>-V(Z)-L<sup>3</sup>- in which t is 0 or 1;

L<sup>1</sup> is alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -S(O)<sub>2</sub>-, -N(Q)-, or -N(R<sup>3</sup>)-;

L<sup>2</sup> is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -S(O)<sub>2</sub>-, -N(Q')-, or -N(R<sup>4</sup>)-, or (b) -L<sup>4</sup>-C(O)-N(Q')- or -L<sup>4</sup>(Q')-, or (c) a direct bond;

L<sup>3</sup> is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -S(O)<sub>2</sub>-, -N(Q'')-, or -N(R<sup>5</sup>)-, or (b) a direct bond;

L<sup>4</sup> is (a) alkylene; alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -S(O)<sub>2</sub>-, -N(Q'')-, or -N(R<sup>5</sup>)-, or (b) a direct bond;

V is (a) a divalent arene, a divalent heteroarene, or a divalent saturated heterocycle when t is 0, or (b) a trivalent arene or trivalent heteroarene when t is 1;

Q, Q', and Q'' independently are hydrogen, -AC(O)OR<sup>6</sup>, or -AC(O)NR<sup>6</sup>R<sup>7</sup>;

W and W' independently are -N(OM)C(O)N(R<sup>8</sup>)R<sup>9</sup>, -N(R<sup>8</sup>)C(O)N(OM)R<sup>9</sup>, -N(OM)C(O)R<sup>8</sup>, -C(O)NR<sup>8</sup>R<sup>9</sup>, or -C(O)OR<sup>8</sup>, provided that at least one of W and W' is -N(OM)C(O)N(R<sup>8</sup>)R<sup>9</sup>, -N(R<sup>8</sup>)C(O)N(OM)R<sup>9</sup>, or -N(OM)C(O)R<sup>8</sup>[[.]];

Z is -A''N(OM')C(O)N(R<sup>10</sup>)R<sup>11</sup>, -A''N(R<sup>10</sup>)C(O)N(OM')R<sup>11</sup>, -A''N(OM')C(O)R<sup>11</sup>, -A'C(O)N(OM')R<sup>11</sup>, -A'C(O)NR<sup>10</sup>R<sup>11</sup>, -A'C(O)OR<sup>10</sup>, halo, CH<sub>3</sub>, NR<sup>3</sup>R<sup>4</sup>, NR<sup>3</sup>C(O)R<sup>4</sup>, NO<sub>2</sub>, CN, CF<sub>3</sub>, S(O)<sub>2</sub>NR<sup>3</sup>R<sup>4</sup>, S(O)<sub>2</sub>R<sup>3</sup>, SR<sup>3</sup>, or S(O)R<sup>3</sup>[[.]];

A, A' and A'' independently are a direct bond, alkylene, alkenylene, alkynylene, yloalkylaryl, yloarylalkyl, or diyoalkylarene or one of the foregoing in which one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)<sub>2</sub>- and/or one or more methylenes are replaced by =N-;

M and M' independently are hydrogen, a pharmaceutically acceptable cation, or a metabolically cleavable group; and

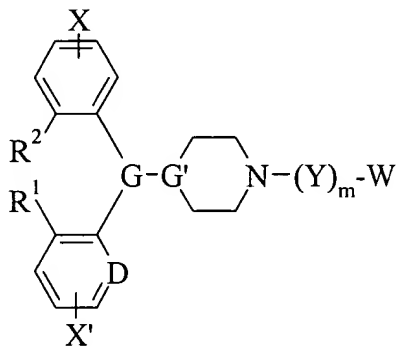
R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup> are independently hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkyl, alkylaryl, alkylarylalkyl, or one of the foregoing in which one or more methylenes are replaced by -O-, -NH-, -S-, -S(O)-, or -S(O)<sub>2</sub>- and/or one or more methylenes are replaced by =N-;

provided that, other than the oxygens bound to the sulfurs in -S(O)- and -S(O)<sub>2</sub>-, when one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)<sub>2</sub>- and when one or more methylenes are replaced with =N-, such replacement does not result in two heteroatoms being covalently bound to each other;

and further provided that when m is 0, W is not -C(O)NR<sup>8</sup>R<sup>9</sup>, or -C(O)OR<sup>8</sup>,

and further provided that in the substituent -AC(O)OOR<sup>6</sup>, R<sup>6</sup> cannot be hydrogen when A is a direct bond.

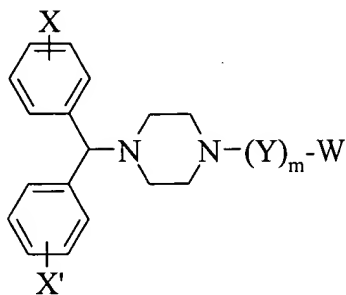
2. (Original) The compound of claim 1 having the formula I':



I

wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

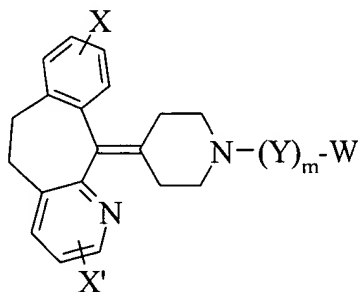
3. (Original) The compound according to claim 1 having the formula II:



II

wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

4. (Original) The compound according to claim 1 having the formula III:



III

wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

5. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X' is hydrogen, m is 1 and W is -N(OH)C(O)NH<sub>2</sub>.
6. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X' is hydrogen, m is 1, Y is -L<sup>1</sup>-, wherein L<sup>1</sup> is alkynylene, yloalkoxy, or yloalkoxyalkyl.
7. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X' is hydrogen, m is 1, Y is -L<sup>2</sup>-V(Z)<sub>t</sub>-L<sup>3</sup>-, t is 0, V is 1,4-phenylene or 1,3-phenylene, L<sup>2</sup> is yloalkoxy, and L<sup>3</sup> is alkylene, alkenylene, or alkynylene.

8. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X' is hydrogen, m is 1, Y is  $-L^2-V(Z)_t-L^3$ , t is 0, V is 2,5-furylene,  $L^2$  is alkylene, and  $L^3$  is alkylene, alkenylene, or alkynylene.
9. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X' is hydrogen, m is 1, Y is  $-L^2-V(Z)_t-L^3$ , t is 1,  $L^2$  is yloalkoxy, V is trivalent heteroarene, Z is  $-A'C(O)NR^{10}R^{11}$  or  $-A'C(O)OR^{10}$ , and W is  $-N(OH)C(O)NH_2$ .
10. (Previously Presented) The compound according to claim 3 wherein X and X' are F, m is 1, Y is  $-L^2-V(Z)_t-L^3$ , t is 0, V is 1,4-phenylene or 1,3-phenylene,  $L^2$  is yloalkoxy, and  $L^3$  is alkylene, alkenylene, or alkynylene.
11. (Currently Amended) A compound selected from the group consisting of compounds ~~10, 1, 5, 11, 12, 13, 17, 23, 24, 31, 32, 33, 34, 35, 36, 37, 40, 41, 42, 43, 44, 45, 46, 48, 49, 50, 52, 53, 54, 55, 56, 57, 58, 59, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73 and [1,] 74, 75, 76, 77, 78, 79, 80, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, and 94.~~
12. (Currently Amended) A compound ~~that is selected from the group consisting of compound[[s]] 17, 32, 34, 35, 46, 52 and 80.~~
13. (Currently Amended) A compound according to claim 1 wherein
 

X and X' independently are hydrogen, halo or  $-(Y')_m-W'$ ;

G and G' together form  $\begin{array}{c} \diagup \quad \diagdown \\ \text{HC} - \text{N} \\ \diagdown \quad \diagup \end{array}$ ,  $\begin{array}{c} \diagup \quad \diagdown \\ \text{HC} - \text{CH} \\ \diagdown \quad \diagup \end{array}$ , or  $\begin{array}{c} \diagup \quad \diagdown \\ \text{C} = \text{C} \\ \diagdown \quad \diagup \end{array}$  ;

D is  $-\text{CH}=\text{}$  or  $=\text{N}-$ ;

$R^1$  and  $R^2$  independently are hydrogen or together are  $-(\text{CH}_2)_2-$ ;

m and m' are independently 0 or 1;

Y and Y' are  $-L^1-$  or  $-L^2-V(Z)_t-L^3$  in which t is 0 or 1;

$L^1$  is alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-;

$L^2$  is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O- or  $-N(Q')$ - or (b)  $-L^4-C(O)-N(Q')$ ;

$L^3$  is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O- or  $-N(Q'')$ ;

$L^4$  is alkylene;

V is (a) a divalent arene, a divalent heteroarene, or a divalent saturated heterocycle when t is 0, or (b) a trivalent arene or trivalent heteroarene when t is 1;

Q is hydrogen;

Q', and Q'' independently are -AC(O)OR<sup>6</sup>, or -AC(O)NR<sup>6</sup>R<sup>7</sup>;

W and W' independently are -N(OM)C(O)N(R<sup>8</sup>)R<sup>9</sup>, -N(R<sup>8</sup>)C(O)N(OM)R<sup>9</sup>, -N(OM)C(O)R<sup>8</sup>, -C(O)NR<sup>8</sup>R<sup>9</sup>, or -C(O)OR<sup>8</sup>, provided that at least one of W and W' is -N(OM)C(O)N(R<sup>8</sup>)R<sup>9</sup>, -N(R<sup>8</sup>)C(O)N(OM)R<sup>9</sup>, or -N(OM)C(O)R<sup>8</sup>.

Z is -A'C(O)NR<sup>10</sup>R<sup>11</sup>, -A'C(O)OR<sup>10</sup>, halo, NR<sup>3</sup>C(O)R<sup>4</sup>, NO<sub>2</sub>, CN or CF<sub>3</sub>;

A and A' independently are a direct bond, alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced with -O-;

M and M' independently are hydrogen, a pharmaceutically acceptable cation, or a metabolically cleavable group; and

R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup>, if present, are independently hydrogen or alkyl in which one or more methylenes may be replaced by -O-;

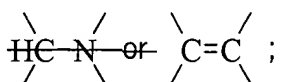
provided that, other than the oxygens bound to the sulfurs in -S(O)- and -S(O)<sub>2</sub>-, when one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)<sub>2</sub>- and when one or more methylenes are replaced with =N-, such replacement does not result in two heteroatoms being covalently bound to each other;

and further provided that when m is 0, W is not -C(O)NR<sup>8</sup>R<sup>9</sup>, or -C(O)OR<sup>8</sup>,

and further provided that in the substituent -AC(O)OOR<sup>6</sup>, R<sup>6</sup> cannot be hydrogen when A is a direct bond.

14. (Currently Amended) A compound according to claim 13 wherein

X and X' independently are -H or halo;

G and G' together form  ;

Y is -L<sup>2</sup>-V(Z)<sub>t</sub>-L<sup>3</sup>- in which t is 0 or 1;

L<sup>2</sup> is C<sub>1</sub> to C<sub>6</sub> alkylene in which one or more methylenes may be replaced by -O-

V(Z)<sub>t</sub> is phenylene optionally substituted by -A'C(O)NR<sup>10</sup>R<sup>11</sup>, -A'C(O)OR<sup>10</sup>, halo, NR<sup>3</sup>C(O)R<sup>4</sup>, NO<sub>2</sub>, CN or CF<sub>3</sub> or furylene or oxolanylene;

L<sup>3</sup> is C<sub>1</sub> to C<sub>6</sub> alkylene in which one or more methylenes may be replaced by -O- or C<sub>2</sub> to C<sub>6</sub> alkynylene;

W is -N(OM)C(O)N(R<sup>8</sup>)R<sup>9</sup>, -N(R<sup>8</sup>)C(O)N(OM)R<sup>9</sup> or -N(OM)C(O)R<sup>8</sup>

A' is methylene, vinylene or a direct bond.

R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup>, if present, are independently hydrogen or C<sub>1</sub> to C<sub>6</sub> alkyl in which one or more methylenes may be replaced by -O-.

15. (Original) A compound according to claim 14 wherein

X is fluorine or chlorine;

X' is hydrogen or fluorine;

Y is  $-L^2-V(Z)_t-L^3-$  in which t is 0 or 1;

$L^2$  is  $C_1$  to  $C_6$  alkylene in which one methylene may be replaced by  $-O-$

$V(Z)_t$  is phenylene optionally substituted by  $-A'C(O)NR^{10}R^{11}$ ,  $-A'C(O)OR^{10}$ , halo,  $NR^3C(O)R^4$ ,  $NO_2$ , CN or  $CF_3$  or furylene or oxolanylene;

$L^3$  is  $C_1$  to  $C_6$  alkylene in which one methylene may be replaced by  $-O-$  or  $C_2$  to  $C_6$  alkynylene;

W is  $-N(OH)C(O)NH_2$ ;

A' is methylene, vinylene or a direct bond

$R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{10}$ , and  $R^{11}$ , if present, are independently hydrogen or  $C_1$  to  $C_6$  alkyl in which one methylene may be replaced by  $-O-$ .

16. (Original) A compound according to claim 1 wherein

X and X' independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;

W is  $-N(OM)C(O)N(R^8)R^9$ ,  $-N(R^8)C(O)N(OM)R^9$  or  $-N(OM)C(O)R^8$ ;

17. (Original) A compound according to claim 1 wherein

$L^4$  is alkylene

Z is  $-N(OM')C(O)N(R^{10})R^{11}$ ,  $-N(R^{10})C(O)N(OM')R^{11}$ ,  $-N(OM')C(O)R^{11}$ ,  $-A'C(O)N(OM')R^{11}$ ,  $-A'C(O)NR^{10}R^{11}$  or  $-A'C(O)OR^{10}$ .

18. (Original) A compound according to claim 1 wherein

X and X' independently are  $-H$ , halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;

$L^4$  is alkylene

W is  $-N(OM)C(O)N(R^8)R^9$ ,  $-N(R^8)C(O)N(OM)R^9$  or  $-N(OM)C(O)R^8$ ;

Z is  $-N(OM')C(O)N(R^{10})R^{11}$ ,  $-N(R^{10})C(O)N(OM')R^{11}$ ,  $-N(OM')C(O)R^{11}$ ,  $-A'C(O)N(OM')R^{11}$ ,  $-A'C(O)NR^{10}R^{11}$  or  $-A'C(O)OR^{10}$ .

19. (Original) A compound according to claim 1 wherein when M or M' is a metabolically cleavable group this is selected from an organic or inorganic anion, a pharmaceutically acceptable cation, acyl, alkyl, phosphate, sulfate and sulfonate,  $NH_2C(O)-$  or  $(alkyl)OC(O)-$ .

20. (Original) A compound according to claim 19 wherein acyl is  $(alkyl)C(O)$ , including acetyl, propionyl and butyryl.

21. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 1.

22. (Previously Presented) A method of simultaneously inhibiting both leukotriene- and histamine-mediated biological processes, the method comprising administering an effective leukotriene- and histamine- inhibiting amount of a compound according to claim 1 to a subject in need of such inhibition.

23. (Currently Amended) A method of treating asthma, ~~seasonal and perennial allergic rhinitis, sinusitis, conjunctivitis, food allergy, scombroid poisoning, psoriasis, urticaria, pruritus, eczema, rheumatoid arthritis, inflammatory bowel disease, chronic obstructive pulmonary disease, thrombotic disease and otitis media,~~ the method comprising administering to a patient suffering from asthma, ~~seasonal and perennial allergic rhinitis, sinusitis, conjunctivitis, food allergy, scombroid poisoning, psoriasis, urticaria, pruritus, eczema, rheumatoid arthritis, inflammatory bowel disease, chronic obstructive pulmonary disease, thrombotic disease and otitis media,~~ an amount of a compound according to claim 1 sufficient to reduce or eliminate the asthma.

24. (Canceled) ~~A method according to claim 23 wherein the disease to be treated is selected from asthma and seasonal and perennial rhinitis.~~